

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re)
) Case No. _____
)
)
Debtor(s)) RULE 2014 VERIFIED STATEMENT
) FOR PROPOSED PROFESSIONAL

Note: To file an amended version of this statement per ¶19, file a fully completed amended Rule 2014 statement on LBF #1114 and clearly identify any changes from the previous filed version.

1. The applicant is not a creditor of the debtor except:
2. The applicant is not an equity security holder of the debtor.
3. The applicant is not a relative of the individual debtor.
4. The applicant is not a relative of a general partner of the debtor (whether the debtor is an individual, corporation, or partnership).
5. The applicant is not a partnership in which the debtor (as an individual, corporation, or partnership) is a general partner.
6. The applicant is not a general partner of the debtor (whether debtor is an individual, corporation, or partnership).
7. The applicant is not a corporation of which the debtor is a director, officer, or person in control.
8. The applicant is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of the debtor.
9. The applicant is not a person in control of the debtor.
10. The applicant is not a relative of a director, officer or person in control of the debtor.
11. The applicant is not the managing agent of the debtor.
12. The applicant is not and was not an investment banker for any outstanding security of the debtor; has not been, within three years before the date of the filing of the petition, an investment banker for a security of the debtor, or an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the debtor; and is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of such an investment banker.
13. The applicant has read 11 U.S.C. §101(14) and §327, and FRBP 2014(a); and the applicant's firm has no connections with the debtor(s), creditors, any party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, or any District of Oregon Bankruptcy Judge, except as follows:

14. The applicant has no interest materially adverse to the interest of the estate or of any class of creditors or equity security holders.
15. Describe details of all payments made to you by either the debtor or a third party for any services rendered on the debtor's behalf within a year prior to filing of this case:
16. The debtor has the following affiliates (as defined by 11 U.S.C. §101(2)). Please list and explain the relationship between the debtor and the affiliate:
17. The applicant is not an affiliate of the debtor.
18. Assuming any affiliate of the debtor is the debtor for purposes of statements 4-13, the statements continue to be true except (list all circumstances under which proposed counsel or counsel's law firm has represented any affiliate during the past 18 months; any position other than legal counsel which proposed counsel holds in either the affiliate, including corporate officer, director, or employee; and any amount owed by the affiliate to proposed counsel or its law firm at the time of filing, and amounts paid within 18 months before filing):
19. The applicant hereby acknowledges that he/she has a duty during the progress of the case to keep the court informed of any change in the statement of facts which appear in this verified statement. In the event that any such changes occur, the applicant immediately shall file with the court an amended verified statement on LBF #1114, with the caption reflecting that it is an amended Rule 2014 statement and any changes clearly identified.

THE FOLLOWING QUESTIONS NEED BE ANSWERED ONLY IF AFFILIATES HAVE BEEN LISTED IN STATEMENT 16.

20. List the name of any affiliate which has ever filed bankruptcy, the filing date, and court where filed:

21. List the names of any affiliates which have guaranteed debt of the debtor or whose debt the debtor has guaranteed. Also include the amount of the guarantee, the date of the guarantee, and whether any security interest was given to secure the guarantee. Only name those guarantees now outstanding or outstanding within the last 18 months:
22. List the names of any affiliates which have a debtor-creditor relationship with the debtor. Also include the amount and date of the loan, the amount of any repayments on the loan and the security, if any. Only name those loans now outstanding or paid off within the last 18 months:
23. List any security interest in any property granted by the debtor to secure any debts of any affiliate not covered in statements 20 and 21. List any security interest in any property granted by the affiliate to secure any debts of the debtor not covered in statements 21 and 22. Also include the collateral, the date and nature of the security interest, the name of the creditor to whom it was granted, and the current balance of the underlying debt:
24. List the name of any affiliate who is potentially a "responsible party" for unpaid taxes of the debtor under 26 U.S.C. §6672:

I verify that the above statements are true to the extent of my present knowledge and belief.

Applicant

Continuation of **AMENDED** Rule 2014 Verified Statement
For Proposed Professional
(Vanden Bos and Chapman, LLP)

Continuation Statement No. 13:

Applicant served as counsel for the Debtor-in-Possession in the case of In re Historic U.S. National Bank Block LLC, filed in the U.S. Bankruptcy Court for the District of Oregon, Case No. 09-38304-rld11. That case is now closed and the Debtor's Plan has been fully performed. John Beardsley was the person designated to perform the duties of the Debtor in the *Historic US National Bank Block, LLC* case. John Beardsley is an affiliate of Seaport Airlines, Inc., the Debtor in this case. It is expected that John Beardsley will provide postpetition financing to the Debtor.

Lane Powell PC is a creditor and a shareholder. A partner at Vanden Bos & Chapman, LLP (Robert Vanden Bos) worked as an associate at Lane Powell PC from 1978 through 1981. Additionally, Applicant retained Lane Powell PC in approximately 1992 on business matters and again in 2015. These matters are unrelated to the Debtor's case or to any issues in Debtor's case. The current matter for which Lane Powell PC has been engaged is still open but Applicant could terminate the relationship if required to qualify for appointment as counsel for the Debtor-in-Possession. **Lane Powell did not receive any payments from the Debtor within 90 days of the Petition Date. Within one year of the Petition Date, Lane Powell received one payment of \$10,451.50 on approximately 02/15/15. Lane Powell acquired its equity position in the Debtor in 2009 in exchange for cancellation of open invoices for legal services totalling approximately \$80,000.**

Tonkon Torp LLP currently represents John Beardsley individually. Mr. Beardsley is an affiliate of the Debtor and will likely be a provider of postpetition financing to the Debtor. Applicant has been hired by Tonkon Torp LLP to serve as an expert witness in an unrelated bankruptcy case. The matter is still open.

In 2012, Applicant jointly represented SeaPort Airlines, Inc. (then known as Alaska Juneau Aeronautics, Inc.) and John Beardsley as co-defendants in a collection action brought by Epic Aviation. Beardsley was named as a defendant because he had personally guaranteed the debt of the Debtor. The matter was resolved in 2012 by settlement payment without the necessity of an appearance by the defendants. Applicant's file was closed in June of 2012.

The spouse of one of the partners of Applicant is a Tier One PERS retiree. PERS is a major investor in the Oregon Angels' Fund which holds 39.6% stake of the preferred voting shares of the Debtor.

Applicant has represented the following creditors on certain unrelated matters (on a one-time basis), and in each instance, the representation has concluded:

1. Alaska Communication Systems. The representation concluded in 2003;
2. Atlantic Aviation Oregon FBO, Inc.; Atlantic Aviation PDX. Applicant represented these creditors on a one-time basis for defense of preference claims brought by the Plan Agent in the bankruptcy case of In re Beall Corporation, filed in the U.S. Bankruptcy Court for the District of Oregon, Case No. 12-37291-elp11; in the adversary proceeding *Beall Corporation v. Atlantic Aviation Oregon FBO Inc., dba Flightcraft*, Adversary Proceeding No. 14-03222-elp. The claims were settled and paid. The representation concluded in 2015.
3. Cessna Aircraft Company. Applicant represented Cessna Aircraft Company with respect to its purchase of the assets of the Debtor in the case of In re Columbia Aircraft Manufacturing Corporation; filed in the U.S. Bankruptcy Court for the District of Oregon, Case No. 07-33850-elp11. The representation concluded in 2009.

Continuation of **AMENDED** Rule 2014 Verified Statement
For Proposed Professional
(Vanden Bos and Chapman, LLP)

Continuation Statement No. 15 (Amendment is in Bolded Print):

On behalf of Debtor, on February 4, 2016. John Beardsley/John Beardsley Building Development ("Beardsleys") paid Applicant a retainer amount of \$50,000. **This payment represents a voluntary contribution and is not a loan. No re-payment by SeaPort Airlines, Inc. is required or expected.** The Beardsleys understand this payment is deemed "earned on receipt." The Beardsleys reserve the right, and intend to assert credit for this payment, and any additional retainer payments, as a "new value" contribution in Debtor's bankruptcy case. Post-petition, the Beardsleys intend to pay Applicant an additional retainer of \$50,000.00 on a purely voluntary basis. Applicant does not assert any right to such additional retainer payment, nor does Applicant rely upon the Beardsleys' stated intention to make an additional retainer payment. If and when such additional retainer payment is made, Applicant will amend this Rule 2014 Statement to disclose payment of any additional retainer amount.

As of February 4, 2016, calculated at Applicant's standard hourly rates, plus expenses (including payment of the filing fee) the amount of the earned on receipt retainer utilized was approximately \$43,300 (subject to possible adjustments as part of ordinary billing procedures when all time is reviewed and finalized at month's end).

**CONTINUATION OF
2ND AMENDED
RULE 2014 VERIFIED STATEMENT
FOR PROPOSED PROFESSIONAL
(Vanden Bos Chapman, LLP)**

No.	Affiliate	Creditor	Description	Date	Amount Guaranteed (Current Balance)	Collateral Yes/No/Describe
1	AMENDED - ENTRY NO. 1 DELETED.		(Further review indicates the Aircraft Finance Lease III, Inc. (aka Residco) obligations are not guaranteed by Mr. nor Mrs. Beardsley.)			
2	John Beardsley Janet Beardsley	Wings Airline Services, Inc.	Wings Airline Services, Inc. asserts the existence of a guarantee which Beardsleys deny.	Disputed	Disputed	No
3	Fountain Village Development Company	Wells Fargo	1st Trust Deed on Juneau Hangar	1/26/2011	\$ 2,106,507.57	Yes - Airplane Hangar in Juneau Alaska
4	John Beardsley	Axis Capital	Guarantee on Lease for Flight Simulator	12/4/2014	\$ 154,685.92	Yes - Cessna Caravan Flight Simulator
5	John Beardsley Janet Beardsley	Robert N. Jacobsen and Darlene F. Jacobsen Living Trust and Wings Airline Services, Inc.	Guarantee on 2nd Trust deed on Juneau Hangar. Debtor will be investigating the potential avoidability of the security interest.	6/1/2010	\$ 1,393,194.35	Yes - Airplane Hangar in Juneau Alaska
6	John Beardsley	Fountain Village Development/Beard sley Building Development/US National Bank Block (subject to verification)	Note Payable		\$ 4,154,500.00	No
7*	Historic US National Bank Block	Wells Fargo	Historic US National Bank Block LLC's ("Historic") Plan of Reorganization provides that Historic will pay Wells Fargo any unpaid deficiency balance after foreclosure of the obligation owed by Fountain Village Development Company to Wells Fargo secured by the Juneau Hangar.			
*Item No. 7 was added by Amendment.						

CONTINUATION OF
AMENDED RULE 2014 VERIFIED
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PROFESSIONAL
(Vanden Bos & Chapman, LLP)

Wings Airline Services,		Type	Date	Adj	Name	Memo	Debit	Credit	Balance
2200-00 - Notes Payable - Short Term									
Security: Juneau Airline Hangar									
Bill			7/1/2014		Wings Airline Services, Inc.	July2014 JNU Hangar Mtg Note to WAS			108,896.47
Bill			7/1/2014		Wings Airline Services, Inc.	July2015 JNU Hangar Mortgage reclass to ST from LT	8,846.31		108,896.47
Bill			8/1/2014		Wings Airline Services, Inc.	Aug2014 JNU Hangar Mtg Note to WAS		9,322.08	100,050.16
Bill			8/1/2014		Wings Airline Services, Inc.	Aug2015 JNU Hangar Mortgage reclass to ST from LT	8,885.02		109,372.24
Bill			9/1/2014		Wings Airline Services, Inc.	Sept2014 JNU Hangar Mtg Note to WAS		9,362.87	100,487.22
Bill			9/1/2014		Wings Airline Services, Inc.	Sept2015 JNU Hangar Mortgage reclass to ST from LT	8,923.89		109,850.09
General Jou			9/30/2014 *			Adjust NP to actual @ 09/30/2014	148.72		100,926.20
Bill			10/1/2014		Wings Airline Services, Inc.	Oct2014 JNU Hangar Mtg Note to WAS	8,962.93		110,330.03
Bill			10/1/2014		Wings Airline Services, Inc.	Oct2015 JNU Hangar Mortgage reclass to ST from LT		9,444.97	110,181.31
Bill			11/1/2014		Wings Airline Services, Inc.	Nov2014 JNU Hangar Mtg Note to WAS	9,002.14		101,218.38
Bill			11/1/2014		Wings Airline Services, Inc.	Nov2015 JNU Hangar Mortgage reclass to ST from LT		9,486.29	101,661.21
Bill			12/1/2014		Wings Airline Services, Inc.	Dec2014 JNU Hangar Mtg Note to WAS	9,041.53		111,147.50
Bill			12/1/2014		Wings Airline Services, Inc.	Dec2015 JNU Hangar Mortgage reclass to ST from LT		9,527.80	102,105.97
Bill			1/1/2015		Wings Airline Services, Inc.	Jan2015 JNU Hangar Mtg Note to WAS	9,081.08		111,633.77
Bill			1/1/2015		Wings Airline Services, Inc.	Jan2016 JNU Hangar Mortgage reclass to ST from LT		9,569.48	102,552.69
Bill			2/1/2015		Wings Airline Services, Inc.	Feb2015 JNU Hangar Mtg Note to WAS	9,120.81		112,122.17
Bill			2/1/2015		Wings Airline Services, Inc.	Feb2016 JNU Hangar Mortgage reclass to ST from LT		9,611.35	103,001.36
Bill			3/1/2015		Wings Airline Services, Inc.	Mar2015 JNU Hangar Mtg Note to WAS	9,160.72		112,612.71
Bill			3/1/2015		Wings Airline Services, Inc.	Mar2016 JNU Hangar Mortgage reclass to ST from LT		9,653.40	103,451.99
Bill			4/15/2015		Wings Airline Services, Inc.	Apr2015 JNU Hangar Mtg Note to WAS	9,200.79		113,105.39
Bill			4/15/2015		Wings Airline Services, Inc.	Apr2016 JNU Hangar Mortgage reclass to ST from LT		9,695.63	103,904.60
Bill			5/1/2015		Wings Airline Services, Inc.	May2015 JNU Hangar Mtg Note to WAS	9,241.05		113,600.23
Bill			5/1/2015		Wings Airline Services, Inc.	May2016 JNU Hangar Mortgage reclass to ST from LT		9,738.05	104,359.18
Bill			6/1/2015		Wings Airline Services, Inc.	June2015 JNU Hangar Mtg Note to WAS	9,281.48		114,097.23
Bill			6/1/2015		Wings Airline Services, Inc.	June2016 JNU Hangar Mortgage reclass to ST from LT		9,780.65	104,815.75
Bill			7/1/2015		Wings Airline Services, Inc.	July2015 JNU Hangar Mtg Note to WAS	9,322.08		114,596.40
Bill			7/1/2015		Wings Airline Services, Inc.	July2016 JNU Hangar Mortgage reclass to ST from LT		9,823.44	105,274.32
Bill			8/1/2015		Wings Airline Services, Inc.	Aug2015 JNU Hangar Mtg Note to WAS	9,362.87		115,097.76
Bill			8/1/2015		Wings Airline Services, Inc.	Aug2016 JNU Hangar Mortgage reclass to ST from LT		9,866.42	105,734.89
Bill			9/1/2015		Wings Airline Services, Inc.	Sept2015 JNU Hangar Mtg Note to WAS	9,403.83		115,601.31
Bill			9/1/2015		Wings Airline Services, Inc.	Sept2016 JNU Hangar Mortgage reclass to ST from LT		9,909.59	106,197.48
Bill			10/1/2015		Wings Airline Services, Inc.	Oct 2015 JNU Hangar Mtg Note to WAS	9,444.97		116,107.07
Bill			10/1/2015		Wings Airline Services, Inc.	Oct 2016 JNU Hangar Mortgage reclass to ST from LT		9,952.94	106,662.10
Bill			11/1/2015		Wings Airline Services, Inc.	Nov 2015 JNU Hangar Mtg Note to WAS	9,444.97		116,615.04
Bill			11/1/2015		Wings Airline Services, Inc.	Nov 2016 JNU Hangar Mortgage reclass to ST from LT		9,996.48	107,170.07
Bill			12/1/2015		Wings Airline Services, Inc.	Dec 2015 JNU Hangar Mtg Note to WAS	9,486.29		117,166.55
Bill			12/1/2015		Wings Airline Services, Inc.	Dec 2016 JNU Hangar Mortgage reclass to ST from LT		10,040.22	107,680.26
Bill			1/1/2016		Wings Airline Services, Inc.	Jan 2016 JNU Hangar Mtg Note to WAS	9,569.48		117,720.48
Bill			1/1/2016		Wings Airline Services, Inc.	Jan 2017 JNU Hangar Mortgage reclass to ST from LT		10,084.15	108,151.00
Total 2200-09 - Note Pay ST - Wings Air Svcs							174,930.96	184,269.64	118,235.15

CONTINUATION OF
AMENDED RULE 2014 VERIFIED
STATEMENT FOR PROPOSED
PROFESSIONAL
(Vanden Bos & Chapman, LLP)

Wings Airline Services,					
Type	Date	Adj	Name	Memo	
2800-00 - Notes Payable - Long Term					
Security: Juneau Airline Hangar					
Bill	7/1/2014		Wings Airline Services, Inc.	July2015 JNU Hangar Mortgage reclass to ST from LT	1,467,968.79
Bill	8/1/2014		Wings Airline Services, Inc.	Aug2015 JNU Hangar Mortgage reclass to ST from LT	1,467,968.79
Bill	9/1/2014		Wings Airline Services, Inc.	Sept2015 JNU Hangar Mortgage reclass to ST from LT	1,458,646.71
General Jou	9/30/2014 *			Reclass Wings Air Service Payment	1,449,283.84
General Jou	9/30/2014 *			Adjust NP to actual @ 09/30/2014	1,439,880.01
Bill	10/1/2014		Wings Airline Services, Inc.	Oct2015 JNU Hangar Mortgage reclass to ST from LT	1,431,110.60
Bill	11/1/2014		Wings Airline Services, Inc.	Nov2015 JNU Hangar Mortgage reclass to ST from LT	29.46
Bill	12/1/2014		Wings Airline Services, Inc.	Dec2015 JNU Hangar Mortgage reclass to ST from LT	1,421,695.09
Bill	1/1/2015		Wings Airline Services, Inc.	Jan2016 JNU Hangar Mortgage reclass to ST from LT	1,412,208.80
Bill	2/1/2015		Wings Airline Services, Inc.	Feb2016 JNU Hangar Mortgage reclass to ST from LT	1,402,681.00
Bill	3/1/2015		Wings Airline Services, Inc.	Mar2016 JNU Hangar Mortgage reclass to ST from LT	1,393,111.52
Bill	4/15/2015		Wings Airline Services, Inc.	Apr2016 JNU Hangar Mortgage reclass to ST from LT	1,383,500.17
Bill	5/1/2015		Wings Airline Services, Inc.	May2016 JNU Hangar Mortgage reclass to ST from LT	1,373,846.77
Bill	6/1/2015		Wings Airline Services, Inc.	June2016 JNU Hangar Mortgage reclass to ST from LT	1,364,151.14
Bill	7/1/2015		Wings Airline Services, Inc.	July2016 JNU Hangar Mortgage reclass to ST from LT	1,354,413.09
Bill	8/1/2015		Wings Airline Services, Inc.	Aug2016 JNU Hangar Mortgage reclass to ST from LT	1,344,632.44
Bill	9/1/2015		Wings Airline Services, Inc.	Sept2016 JNU Hangar Mortgage reclass to ST from LT	1,334,809.00
Bill	10/1/2015		Wings Airline Services, Inc.	Oct 2016 JNU Hangar Mortgage reclass to ST from LT	1,324,942.58
Bill	11/1/2015		Wings Airline Services, Inc.	Nov 2016 JNU Hangar Mortgage reclass to ST from LT	1,315,032.99
Bill	12/1/2015		Wings Airline Services, Inc.	Dec 2016 JNU Hangar Mortgage reclass to ST from LT	1,305,080.05
Bill	1/1/2016		Wings Airline Services, Inc.	Jan 2017 JNU Hangar Mortgage reclass to ST from LT	1,295,083.57
Total 2800-09 - Note Pay LT - Wings Air Svcs					1,285,043.35
					10,040.22
					10,084.15
					193,039.05
					29.46
					1,274,959.20
TOTAL					1,393,194.35

CONTINUATION OF
AMENDED RULE 2014 VERIFIED
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(Vanden Bos & Chapman, LLP)

WELLS FARGO		Type	Date	Adj	Name	Memo	Debit	Credit	Balance
2800-00 - Notes Payable - Long Term									2,240,231.66
Security- Juneau Airline Hangar									2,240,231.66
	Bill		7/1/2014		Wells Fargo	July 2014 Hangar Payment			2,229,295.40
	Bill		8/1/2014		Wells Fargo	August 2014 Hangar Payment	10,936.26		2,218,738.75
	Bill		9/1/2014		Wells Fargo	September 2014 Hangar Payment	10,556.65		2,207,744.29
	General Jou		9/30/2014 *			Reclass Wings Air Service Payment	10,994.46	8,769.41	2,216,513.70
	Bill		10/1/2014		Wells Fargo	October 2014 Hangar Payment	11,024.24		2,205,489.46
	Bill		11/1/2014		Wells Fargo	November 2014 Hangar Payment	10,852.43		2,194,637.03
	Bill		12/1/2014		Wells Fargo	December 2014 Hangar Payment	11,083.49		2,183,553.54
	Bill		1/1/2015		Wells Fargo	January 2015 Hangar Payment	10,514.44		2,173,039.10
	Bill		2/1/2015		Wells Fargo	February 2015 Hangar Payment	11,340.72		2,161,698.38
	Bill		3/1/2015		Wells Fargo	March 2015 Hangar Payment	11,568.13		2,150,130.25
	General Jou		3/31/2015 *				106,922.28		2,043,207.97
	General Jou		3/31/2015 *			To adjust to consolidate current portion of LT Debt		135,302.28	2,178,510.25
	Bill		4/1/2015		Wells Fargo	April 2015 Hangar Payment	11,007.38		2,167,502.87
	Bill		5/1/2015		Wells Fargo	May 2015 Hangar Payment	11,233.86		2,156,269.01
	Bill		6/1/2015		Wells Fargo	June 2015 Hangar Payment	11,069.62		2,145,199.39
	Bill		7/1/2015		Wells Fargo	July 2015 Hangar Payment	11,294.25		2,133,905.14
	Bill		8/1/2015		Wells Fargo	Aug 2015 Hangar Payment	11,132.18		2,122,772.96
	Bill		9/1/2015		Wells Fargo	Sept 2015 Hangar Payment	11,163.34		2,111,609.62
	Bill		10/1/2015		Wells Fargo	Oct 2015 Hangar Payment	11,163.34		2,100,446.28
	Bill		11/1/2015		Wells Fargo	Nov 2015 Hangar Payment	11,793.80		2,088,652.48
	Bill		12/1/2015		Wells Fargo	Dec 2015 Hangar Payment	11,446.43		2,077,206.05
	General Jou		12/31/2015 *			Wells Fargo Loan ADJ to Interest		355.66	2,077,561.71
	Bill		1/1/2016		Wells Fargo	January 2016 Hangar Payment	10,871.47		2,066,690.24
TOTAL							317,968.77	144,427.35	2,066,690.24

CONTINUATION OF
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(Vanden Bos & Chapman, LLP)

Axis Capital, Inc.		Type	Date	Adj	Name	Memo	Debit	Credit	Balance
2800-00 - Notes Payable - Long Term		Bill	12/4/2014		Axis Capital, Inc.	Down Payment			0.00
Security - Cessna Caravan Flight Simulator		General Jou	12/8/2014 *				35,224.60		0.00
		General Jou	3/31/2015 *			To adjust balances to actual.		192,974.69	-35,224.60
		General Jou	3/31/2015 *			To adjust balances to actual.	10,214.20		157,750.09
		Check	4/15/2015		Axis Capital, Inc.	4th Installment of Flight Simulator	3,139.13		147,535.89
		Check	5/15/2015		Axis Capital, Inc.	5th Installment of Flight Simulator	3,178.24		187,896.88
		Check	6/15/2015		Axis Capital, Inc.	6th Installment of Flight Simulator	3,217.84		184,757.75
		Check	7/15/2015		Axis Capital, Inc.	7th Installment of Flight Simulator	3,257.92		181,579.51
		Check	8/15/2015		Axis Capital, Inc.	8th Installment of Flight Simulator	3,298.51		178,361.67
		Check	9/15/2015		Axis Capital, Inc.	9th Installment of Flight Simulator	3,339.61		175,103.75
		Check	10/16/2015		Axis Capital, Inc.	10th Installment of Flight Simulator	3,381.21		171,805.24
		Check	11/17/2015		Axis Capital, Inc.	11th Installment of Flight Simulator	3,423.34		168,465.63
		Check	12/16/2015		Axis Capital, Inc.	12th Installment of Flight Simulator	3,465.99		165,084.42
		Check	1/15/2016		Axis Capital, Inc.	13th Installment of Flight Simulator	3,509.17		161,661.08
TOTAL							78,649.76	233,335.68	158,195.09
									154,685.92

CONTINUATION OF
AMENDED RULE 2014 VERIFIED
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PROFESSIONAL
(Vanden Bos & Chapman, LLP)

In re SeaPort Airlines, Inc.
Ch 11 Case No. 16-30406-rld11
CONTINUATION STATEMENT No. 22

Fountain Village Development/Beardsley Building Development/ US National Bank Block (subject to verification)				Type	Date	Nam Memo	Amount	Balance
2200-00 · Notes Payable - Current				Security: None				183,000
				Deposit	6/3/2014	Beardsley Building Development		183,000
				Deposit	10/31/2014	Beardsley Building Development	Repayment of Note	213,000
				Deposit	11/6/2014	Beardsley Building Development	Advance on Note	288,000
				Deposit	12/5/2014	Beardsley Building Development	Advance on Note	353,000
				Deposit	12/5/2014	Beardsley Building Development	Advance for Sim Financing	35,000
				Deposit	12/18/2014	Beardsley Building Development	Payroll Advance Note	388,000
				Deposit	12/23/2014	Beardsley Building Development	Advance of Funds	200,000
				Deposit	12/23/2014	Beardsley Building Development	Advance of Funds	125,000
				Deposit	12/31/2014	Beardsley Building Development	Loan for 12/31/14	713,000
				Deposit	1/2/2015	Beardsley Building Development	Advance	763,000
				Deposit	1/2/2015	Beardsley Building Development	Advance	50,000
				Deposit	1/2/2015	Beardsley Building Development	Advance	813,000
				Deposit	1/28/2015	Beardsley Building Development	Loan Advancement	1,113,000
				Deposit	2/2/2015	Beardsley Building Development	Advance	1,238,000
				Deposit	2/2/2015	Beardsley Building Development	Note Advance	125,000
				Deposit	2/4/2015	Beardsley Building Development	Advance	50,000
				Deposit	2/11/2015	Beardsley Building Development	Note Advance	1,788,000
				Deposit	2/27/2015	Beardsley Building Development	Advance	50,000
				Deposit	3/2/2015	Beardsley Building Development	Note Advance	1,838,000
				Deposit	3/5/2015	Beardsley Building Development	Advance	2,088,000
				Deposit	3/13/2015	Beardsley Building Development	Note Advance	250,000
				Deposit	3/26/2015	Beardsley Building Development	Advance	114,000
				Deposit	3/26/2015	Beardsley Building Development	Note Advance	2,202,000
				Deposit	5/4/2015	Beardsley Building Development	Advance	175,000
				Bill	5/7/2015	Beardsley Building Development	Note Advance	2,377,000
				Check	6/30/2015	Aerodynamics, Inc.	Advance	2,577,000
				Deposit	7/6/2015	Beardsley Building Development	Note Advance	20,000
				Deposit	7/30/2015	Beardsley Building Development	Repayment of Note 5/4/15	2,597,000
				Deposit	9/2/2015	Beardsley Building Development	Deposit on Aircraft	2,607,000
				Deposit	9/23/2015	Beardsley Building Development	Advance for Payroll	10,000
				Deposit	10/2/2015	Beardsley Building Development	Attorney's Fees for Klevansky Piper LLP	300,000
				Deposit	11/4/2015	Beardsley Building Development	Advance on Note	-300,000
				Deposit	11/20/2015	Beardsley Building Development	Note Advance	-57,000
				Deposit	12/3/2015	Beardsley Building Development	Payroll Advance 11/20/15	2,550,000
				Deposit	12/21/2015	Beardsley Building Development	Payroll Deposit from Beardsley	2,680,000
				Deposit	12/31/2015	Beardsley Building Development	Beardsley Deposit 6248	45,000
				Deposit	1/5/2016	Beardsley Building Development	Beardsley Deposit	350,000
				Bill	1/13/2016	Fountain Village Development	Deposit	200,000
				Deposit	1/28/2016	Beardsley Building Development	Payroll Deposit	3,275,000
				Deposit	1/28/2016	Beardsley Building Development	Note Payment	310,000
				Deposit	1/29/2016	Beardsley Building Development	Deposit	3,585,000
				Deposit	2/4/2016	Beardsley Building Development	Deposit	210,000
				Total 2200-12 · Note Pay ST - HUSNBB			107,500	3,902,500
							10,000	3,912,500
							89,000	4,001,500
							22,000	4,023,500
							-250,000	4,273,500
							10,000	4,033,500
							10,000	4,043,500
							15,000	4,058,500
							96,000	4,154,500
							3,971,500	4,154,500

CERTIFICATE - TRUE COPY

DATE: April 7, 2016

DOCUMENT: 2ND AMENDED RULE 2014 VERIFIED STATEMENT FOR
PROPOSED PROFESSIONAL (Vanden Bos & Chapman, LLP)

I hereby certify that I prepared the foregoing copy of the foregoing named document and have carefully compared the same with the original thereof and it is a correct copy therefrom and of the whole thereof.

CERTIFICATE OF SERVICE

I hereby certify that I served a copy of the foregoing on:

SeaPort Airlines, Inc.
Attn: Timothy Sieber
7505 NE Airport Way
Portland, OR 97218

Michael J. Edelman
VEDDER PRICE
1633 Broadway, 47th Floor
New York, New York 10019

Franklin C. Adams
POB 1028
Riverside, CA 92502-1028

Tulare County Tax Collector
Attn Jorge Garcia Depty Tax Collector
221 S Mooney Blvd Rm 104-E
Visalia, CA 93291-4593

Mark J. Wolfson
100 N Tampa St #2700
Tampa, FL 33602

by mailing a copy of the above-named document to the above party(ies) in a sealed envelope, addressed to the above at his, her or their last known address. Said envelope(s) were deposited in the Post Office at Portland, Oregon, on the above date, postage prepaid.

I hereby certify that the foregoing was served on all CM/ECF participants through the Court's Case Management/Electronic Case File system on the date set forth below.

Dated: April 7, 2016

VANDEN BOS & CHAPMAN, LLP

By: /s/Robert J Vanden Bos
Robert J Vanden Bos, OSB #78100
Douglas R. Ricks, OSB #044026
Christopher N. Coyle, OSB #07350
Of Attorneys for Debtor-in-Possession